

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

	)	
In re:	)	
	)	Case No. 13-53846
CITY OF DETROIT, MICHIGAN	)	
	)	Chapter 9
Debtor	)	
	)	Hon. Steven W. Rhodes
	)	

**LIST OF FACT WITNESSES OF COUNTY OF MACOMB, MICHIGAN,  
BY AND THROUGH ITS COUNTY AGENCY, THE MACOMB COUNTY  
PUBLIC WORKS COMMISSIONER, AND THE MACOMB INTERCEPTOR  
DRAIN DRAINAGE DISTRICT RELATED TO CONFIRMATION  
OF PLAN OF ADJUSTMENT**

County of Macomb, Michigan, a Michigan Constitutional corporation, by and through its County Agency, Anthony V. Marrocco, the Macomb County Public Works Commissioner (“Macomb”), and the Macomb Interceptor Drain Drainage District (the “MIDDD,” and together with Macomb, the “Macomb Parties”), hereby identify the following individuals, exclusive of those to be offered for rebuttal purposes, that it may call as fact witnesses at the hearing (the “Confirmation Hearing”) on confirmation of the Fourth Amended Plan for the Adjustment of Debts of the City of Detroit [Docket No. 4392] (the “Plan”).<sup>1</sup>

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<sup>1</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Plan.

No.	Name/Title	Testimony Topics
1.	Sue F. McCormick, Director, Detroit Water and Sewerage Department (“DWSD”)	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD finances</li> <li>• DWSD financial projections, revenues, expenses</li> <li>• DWSD capital improvement needs</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD rates</li> <li>• Current DWSD Rates</li> <li>• DWSD Rate Protocols</li> <li>• Historical mismanagement of DWSD</li> <li>• Plan Compliance with DWSD governance</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>
2.	Nicolette Bateson, Chief Financial Officer, DWSD	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD finances</li> <li>• DWSD financial projections, revenues, expenses</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD rates</li> <li>• Current DWSD Rates</li> <li>• DWSD Rate Protocols</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>

No.	Name/Title	Testimony Topics
3.	Bart Foster, rate consultant to DWSD	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Effect of Plan on DWSD rates</li> <li>• Current DWSD Rates</li> <li>• DWSD Rate Protocols</li> </ul>
4.	William Wolfson, Chief Operating and Compliance Officer and General Counsel, DWSD	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Plan compliance with DWSD governance</li> <li>• Plan compliance with State and local law</li> <li>• DWSD pension obligations</li> </ul>
5.	Jason Matteo, Chief Engineer—Wastewater Services, Macomb County Public Works Office	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD capital improvement needs</li> </ul>
6.	Cynthia Thomas, Executive Director, General Retirement System (“ <u>GRS</u> ”) and Police and Fire Retirement System (“ <u>PFRS</u> ”)	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Underfunding of GRS and PFRS pension funds</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD Pension Obligations</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>

No.	Name/Title	Testimony Topics
7.	Kevyn D. Orr, Emergency Manager, City of Detroit	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD finances</li> <li>• DWSD financial projections, revenues, expenses</li> <li>• DWSD capital improvement needs</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD rates</li> <li>• Current DWSD Rates</li> <li>• DWSD Rate Protocols</li> <li>• Effect of Plan on DWSD pension obligations</li> <li>• Potential “Qualifying DWSD Transaction” and the “DWSD CVR” (each as defined in the Plan)</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>

No.	Name/Title	Testimony Topics
8.	Kenneth A. Buckfire, CEO and Managing Director of Miller Buckfire & Co. LLC, financial advisors to the City	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD finances</li> <li>• DWSD financial projections, revenues, expenses</li> <li>• DWSD capital improvement needs</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD rates</li> <li>• Current DWSD Rates</li> <li>• DWSD Rate Protocols</li> <li>• Effect of Plan on DWSD pension obligations</li> <li>• Potential “Qualifying DWSD Transaction” and the “DWSD CVR” (each as defined in the Plan)</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>

No.	Name/Title	Testimony Topics
9.	James Doak, Managing Director at Miller Buckfire & Co. LLC, financial advisors to the City	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD finances</li> <li>• DWSD financial projections, revenues, expenses</li> <li>• DWSD capital improvement needs</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD rates</li> <li>• Current DWSD Rates</li> <li>• DWSD Rate Protocols</li> <li>• Effect of Plan on DWSD pension obligations</li> <li>• Potential “Qualifying DWSD Transaction” and the “DWSD CVR” (each as defined in the Plan)</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>

No.	Name/Title	Testimony Topics
10.	Charles M. Moore, Senior Managing Director at Conway MacKenzie, Inc., operational restructuring advisors to the City	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD finances</li> <li>• DWSD financial projections, revenues, expenses</li> <li>• DWSD capital improvement needs</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD rates</li> <li>• Current DWSD Rates</li> <li>• DWSD Rate Protocols</li> <li>• Effect of Plan on DWSD pension obligations</li> <li>• Potential “Qualifying DWSD Transaction” and the “DWSD CVR” (each as defined in the Plan)</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>

No.	Name/Title	Testimony Topics
11.	Gaurav Malhotra, Principal of Ernst & Young LLP, financial restructuring advisors to the City	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD finances</li> <li>• DWSD financial projections, revenues, expenses</li> <li>• DWSD capital improvement needs</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD rates</li> <li>• Current DWSD Rates</li> <li>• DWSD Rate Protocols</li> <li>• Effect of Plan on DWSD pension obligations</li> <li>• Potential “Qualifying DWSD Transaction” and the “DWSD CVR” (each as defined in the Plan)</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>
12.	Glenn D. Bowen, Principal and Consulting Actuary at Milliman, Inc., Actuarial advisors to the City	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Underfunding of GRS and PFRS pension funds</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD Pension Obligations</li> </ul>
13.	Katherine A. Warren, Principal and Consulting Actuary at Milliman, Inc., Actuarial advisors to the City	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Underfunding of GRS and PFRS pension funds</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD Pension Obligations</li> </ul>



No.	Name/Title	Testimony Topics
14.	Suzanne Taranto, Principal and Consulting Actuary at Milliman, Inc., Actuarial advisors to the City	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Underfunding of GRS and PFRS pension funds</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD Pension Obligations</li> </ul>
15.	Vyto Kaunelis, OHM Advisors, advisor to City with respect to DWSD capital improvements	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• DWSD capital improvement needs</li> </ul>
16.	Audit partner designated by Plante Moran, PLLC, auditor of GRS pension fund under Rule 30(b)(6) of the Federal Rules of Civil Procedure	<ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Underfunding of GRS and PFRS pension funds</li> <li>• DWSD pension obligations</li> <li>• Effect of Plan on DWSD Pension Obligations</li> <li>• Amount, propriety and use of pension prepayments</li> </ul>
17.	Lee Donner, Managing Director, First Southwest Company, DWSD investment advisor	<ul style="list-style-type: none"> <li>• Market for DWSD debt</li> </ul>
18.	Anne Burger Entrekin, Managing Director, First Southwest Company, DWSD investment advisor	<ul style="list-style-type: none"> <li>• Market for DWSD debt</li> </ul>
19.	Any witness listed on any other witness list filed, or that is noticed/subpoenaed, by any party in interest in this case, including, without limitation, the City's Amended List of Fact Witnesses Related to the Proposed Plan for the Adjustment of Debts [Docket No. 4187]	

No.	Name/Title	Testimony Topics
20.	Any individual that the Macomb Parties learn, in the course of discovery, may have relevant information	
21.	Any witness whose testimony is designed to rebut the testimony of another witness	
22.	Any witness necessary for the authentication of any document	

The Macomb Parties reserve the right to supplement the testimony topics associated with each witness referenced above as may be necessary.

The Macomb Parties reserve the right to amend its list of fact witnesses as may be necessary.

The Macomb Parties reserve the right to identify any of the above fact witnesses as an expert witness in accordance with the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment [Docket No. 4202], or any subsequent scheduling order.

Dated: May 12, 2014

Respectfully submitted,

DECHERT LLP

By: /s/ Allan S. Brilliant

Allan S. Brilliant

Stephen M. Wolpert

1095 Avenue of the Americas

New York, NY 10016

Telephone: (212) 698-3500

Facsimile: (212) 698-3599

allan.brilliant@dechert.com

stephen.wolpert@dechert.com

*Attorneys for County of Macomb, Michigan by and  
through its County Agency, Anthony V. Marrocco,  
the Macomb County Public Works Commissioner,  
and the Macomb Interceptor Drain Drainage  
District*